

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W.R. GRACE & CO., *et al.*,) Case No. 01-1139 (JKF)
)
Debtors.) Jointly Administered
)
) **Objection Date: June 3, 2010 @ 4:00 pm**
)

**ELEVENTH INTERIM FEE APPLICATION OF CHARTER OAK FINANCIAL
CONSULTANTS, LLC, FOR COMPENSATION OF SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISOR TO THE OFFICIAL
COMMITTEE OF ASBESTOS PERSONAL INJURY CLAIMANTS OF W.R. GRACE &
CO., *et al.*, FOR THE PERIOD JANUARY 1, 2010 THROUGH MARCH 31, 2010**

Name of Applicant: Charter Oak Financial Consultants, LLC

Authorized to Provide Professional Services to: The Official Committee of Asbestos Personal Injury
Claimants

Date of retention: August 29, 2007, *nunc pro tunc*
to July 30, 2007

Period for which compensation and reimbursement is sought: January 1, 2010 through March 31, 2010

Amount of compensation sought as actual,
reasonable and necessary: \$80,530.00

Amount of expense reimbursement sought as actual,
reasonable and necessary: \$39.96

Total amount of holdback fees sought for applicable
period: \$16,106.00

This is an: _____ monthly **X** interim _____ final application.

Charter Oak Financial Consultants, LLC's time and requested compensation in preparing this Application will appear on a subsequent application.

Monthly Interim Fee Applications for January 1, 2010 through March 31, 2010:

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
3/1/10 D.I. 24379	January, 2010	\$18,998.00 (80% of \$23,747.50)	\$0.00	Pending	Pending
3/30/10 D.I. 24545	February, 2010	\$20,547.20 (80% of \$25,684.00)	\$0.00	Pending	Pending
4/30/10 D.I. 24707	March, 2010	\$24,878.80 (80% of \$31,098.50)	\$39.96	Pending	Pending

Prior Interim Fee Applications:

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
11/15/07 First Interim	July through September 2007	\$ 116,569.00	\$ 489.59	\$116,569.00	\$489.59
2/15/08 Second Interim	October Through December 2007	\$ 44,379.84	\$ 12.50	\$44,379.84	\$12.50
5/15/08 Third Interim	January Through March 2008	\$ 203,193.80	\$ 336.00	\$203,193.80	\$336.00
8/14/08 Fourth Interim	April through June 2008	\$ 147,959.00	\$ 108.00	\$147,959.00	\$108.00
11/17/08 Fifth Interim	July through September 2008	\$ 108,192.75	\$ 84.00	\$ 108,192.75	\$ 84.00
2/13/09 Sixth Interim	October through December 2008	\$ 85,245.50	\$ 170.88	\$ 85,245.50	\$ 170.88
5/13/09 Seventh Interim	January through March 2009	\$ 68,992.50	\$ 3.92	\$68,992.50	\$3.92
8/17/09 Eighth Interim	April through June 2009	\$44,357.50	\$0.00	Pending	Pending
11/16/09 Ninth Interim	July through September 2009	\$43,775.50	\$0.00	Pending	Pending

2/12/10 Tenth Interim	October through December 2009	\$ 74,236.50	\$ 156.00	Pending	Pending
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**SUMMARY OF COMPENSABLE TIME OF PROFESSIONALS FOR BILLING
PERIOD JANUARY 1, 2010 TO MARCH 31, 2010**

Name, Position, Years Experience	Hours Billed	Hourly Rate	Amount of Fees
Bradley Rapp, Senior Managing Director	30.6	\$595.00	\$18,207.00
James Sinclair, Senior Managing Director	78.4	\$595.00	\$46,648.00
Robert Lindsay, Director	0.6	\$550.00	\$330.00
Peter Cramp, Analyst	46.5	\$275.00	\$12,787.50
Gibbons Sinclair, Analyst	9.3	\$275.00	\$2,557.50
Total	165.4		\$80,530.00

COMPENSATION SUMMARY BY PROJECT CATEGORY

Project Category	Total Hours for the Period 1/01/10 through 3/31/10	Total Fees for the Period 1/01/10 through 3/31/10
Asset Analysis and Recovery	0	\$0
Asset Disposition	0	\$0
Business Operations	0	\$0
Case Administration	0	\$0
Claims Analysis Objection & Resolution (Asbestos)	0	\$0
Claims Analysis Objection & Resolution (Non-Asbestos)	0	\$0
Committee Administration	0	\$0
Data Analysis	0	\$0
Employee Benefits/Pension	35.5	\$19,906.50
Employment Applications (applicant)	0	\$0
Employment Applications (others)	0	\$0
Fee Applications (applicant)	6.8	\$2,035.00
Fee Applications (others)	0	\$0
Financing	32.8	\$18,300.00
Hearings	0	\$0
Litigation	0	\$0
Plan and Disclosure Statement	2.8	\$1,666.00
Relief from Stay Proceedings	0	\$0
Tax Issues	0	\$0
Tax Litigation	0	\$0
Travel (non-working)	0	\$0
Valuation	87.5	\$38,622.50
ZAI Science Trial	0	\$0
Totals:	165.4	\$80,530.00

EXPENSE SUMMARY

Expense Category	Provider, if applicable	Total Expenses For the Interim Period
Long Distance Telephone		\$0
Xerox (\$0.10 per page)		\$0
Overnight Delivery	Federal Express	\$0
Facsimile		\$0
Research	Pacer, Alacra	\$0
Postage		\$0
Travel		\$0
Online Research		\$39.96
TOTAL:		\$39.96

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**ELEVENTH INTERIM FEE APPLICATION OF CHARTER OAK FINANCIAL
CONSULTANTS, LLC, FOR APPROVAL AND ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF
ASBESTOS PERSONAL INJURY CLAIMANTS
FOR THE PERIOD JANUARY 1, 2010 THROUGH MARCH 31, 2010**

Pursuant to 11 U.S.C. §§ 330 and 331, Rule 2016 of the Federal Rules of Bankruptcy Procedure, and the Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members (the "Administrative Order"), the consulting firm of Charter Oak Financial Consultants, LLC hereby submits this Eleventh interim application ("Eleventh Interim Application") for compensation for professional services rendered as financial advisor to the Official Committee of Asbestos Personal Injury Claimants (the "P.I. Committee") of the Debtor, W.R. Grace & Co., *et al.* (the "Debtors"), in an amount of \$80,530.00 together with reimbursement of Charter Oak Financial Consultants, LLC's actual and necessary expenses incurred in the amount of \$39.96 for the period commencing January 1, 2010 through and including March 31, 2010 (the "Period".) In support of this Eleventh Interim Application, Charter Oak Financial Consultants, LLC respectfully represents as follows:

I. JURISDICTION

1. This Court has subject matter jurisdiction pursuant to 28 U.S.C. §1334.

II. BACKGROUND

2. On April 2, 2001 (the "Petition Date"), the Debtors filed voluntary petitions for relief under Chapter 11 under Title 11 of the United States Code (the "Bankruptcy Code").

3. From the Petition Date through the date of this Eleventh Interim Application, the Debtors have continued to operate their businesses and manage their properties as debtors-in-possession, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. On April 12, 2001, the Office of the United States Trustee appointed the P.I. Committee pursuant to section 1102 of the Bankruptcy Code.

5. On August 7, 2007, the P.I. Committee filed and served its Application of the Official Committee of Asbestos Personal Injury Claimants to Retain and Employ Charter Oak Financial Consultants, LLC (the "Retention Application"). Through the Retention Application, the P.I. Committee sought authorization to employ Charter Oak Financial Consultants, LLC as financial advisor, effective as of June 30, 2007. On August 29, 2007, the Court entered the Order of Court Pursuant to 11 U.S.C. § 327(a) and Fed. R. Bank. P. 2014(a), 2016 and 5002, Authorizing the Employment and Retention of Charter Oak Financial Consultants, LLC as Financial Advisor to the Official Committee of Asbestos Personal Injury Claimants, *nunc pro tunc* to June 30, 2007.

III. RELIEF REQUESTED

6. Through this Eleventh Interim Application, Charter Oak Financial Consultants, LLC seeks allowance and payment of \$80,530.00 in fees for services rendered during the Period and reimbursement of \$39.96 for reasonable and necessary expenses incurred during the Period. Thus, Charter Oak Financial Consultants, LLC seeks allowance and payment in the total amount of \$80,569.96.

7. Charter Oak Financial Consultants, LLC have received no payment and no promises for payment from any source for services rendered during the Period in connection with the case. There exists no agreement or understanding between Charter Oak Financial Consultants, LLC and any other person for the sharing of any compensation to be received for services rendered by Charter Oak Financial Consultants, LLC in the case.

8. All services for which compensation is requested by Charter Oak Financial Consultants, LLC pursuant to this Application were performed for or on behalf of the P.I. Committee in this case.

9. This is Charter Oak Financial Consultants, LLC's Eleventh Interim Application.

IV. SUMMARY OF SERVICES RENDERED

10. Charter Oak Financial Consultants, LLC has maintained detailed records of the time spent as financial advisor for the P.I. Committee during the Period. Attached hereto as Exhibit A and incorporated herein by reference are true and correct copies of the monthly summaries prepared for the services rendered in this case by Charter Oak Financial Consultants, LLC (the "Summaries") during the Period. The Summaries are in the same form regularly used by Charter Oak Financial Consultants, LLC to bill its clients for services rendered and include the date that the services were rendered, a detailed, contemporaneous narrative description of the services, the amount of time spent for each service and the designation of the professional who performed the service.

11. As set forth on Exhibit A, Charter Oak Financial Consultants, LLC rendered 165.4 hours of professional services during the Period, resulting in fees totaling \$80,530.00 and associated reasonable and necessary expenses totaling \$39.96.

12. As set forth on Exhibit A and as set forth below are the rates for the expenses incurred by Charter Oak Financial Consultants, LLC for which reimbursement is requested pursuant to this Application, as well as the basis for such rates for the identified expense items:

a) Copy charges: Charter Oak Financial Consultants, LLC charges 10 cents per page for copies and such charge is based on an analysis of the cost to Charter Oak Financial Consultants, LLC to make a copy;

b) Computer research charges: Charter Oak Financial Consultants, LLC passes through on an exact cost basis all computer-assisted research charges; and

c) Out-going facsimile charges: Charter Oak Financial Consultants, LLC charges \$0.50 for each page. These charges are based on an analysis of the cost to Charter Oak Financial Consultants, LLC to send facsimile transmissions. Charter Oak Financial Consultants, LLC do not pass through to its client's expenses or charges related to incoming facsimile transmissions.

13. As set forth on Exhibit A and incorporated herein by reference is a summary by category of the expenses incurred by Charter Oak Financial Consultants, LLC. Further supporting documentation is available upon request.

14. The general areas in which Charter Oak Financial Consultants, LLC has rendered professional services to the P.I. Committee during the Period in the Case may be broadly categorized as follows:

a) Preparing on behalf of the P.I. Committee necessary financial analysis, valuation of enterprise value and operating forecasts;

b) Monitoring the Debtors' actual operating performance and financial condition; and

c) Performing consulting services for the P.I. Committee necessary and proper in these proceedings

15. The generality of the foregoing description is amplified on a day-to-day basis by Exhibit A.

16. On May 3, 2001, the Court entered the Administrative Order, which set forth a procedure for compensating professionals on an interim basis. In accordance with the Administrative Order, a Notice of Eleventh Interim Application will be filed and served on all parties requesting notice under Bankruptcy Rule 2002 and the Eleventh Interim Application will be served on the parties specified in the Administrative Order.

V. ALLOWANCE OF COMPENSATION

17. Charter Oak Financial Consultants, LLC has necessarily and properly expended 165.4 hours of services in performance of its duties as accountant and financial advisor to the P.I. Committee. Pursuant to the Administrative Order, Charter Oak Financial Consultants, LLC respectfully requests the approval and allowance of compensation rendered to the P.I. Committee for professional services in the amount of \$80,530.00. Charter Oak Financial Consultants, LLC has also necessarily incurred expenses in the amount of \$39.96 in the performance of its duties to the P.I. Committee during the Period. Charter Oak Financial Consultants, LLC respectfully requests the approval and allowance of expenses in the amount of \$39.96.

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WHEREFORE, Charter Oak Financial Consultants, LLC respectfully requests that the Court enter an order approving and allowing this Eleventh Interim Application and directing payment of \$80,530.00 in fees and Reimbursement of \$39.96 in expenses (to the extent not already paid pursuant to the Administrative Order), and for such other and further relief as the Court deems just and proper.

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CHARTER OAK FINANCIAL
CONSULTANTS, LLC

/s/ Bradley Rapp

Bradley Rapp
430 Center Avenue
Mamaroneck, NY 10543
(914) 372-1874

Financial Advisor for the Official Committee of
Asbestos Personal Injury Claimants

Dated: May 14, 2010